

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
LIGADO NETWORKS LLC, <i>et al.</i> , ¹)	
)	Case No. 25-10006 (TMH)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: D.I. Nos. 61, 136 & 142
)	

**CERTIFICATION OF COUNSEL REGARDING ORDER
AUTHORIZING PAYMENT OF THE AST
TRANSACTION BREAK-UP FEE AND BREAK-UP REIMBURSEMENT**

The undersigned hereby certifies as follows:

1. On January 6, 2025, the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned cases filed the *Debtors’ Motion for Entry of an Order Authorizing Payment of the AST Transaction Break-Up Fee and Break-Up Reimbursements* [D.I. 61] (the “Motion”)² with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached thereto as **Exhibit A** was a proposed form of order granting the relief requested in the Motion (the “Proposed Order”). Objections to the relief requested by the Motion were to be filed and served no later than January 21, 2025 at 4:00 p.m. (ET). The Objection Deadline was

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Ligado Networks LLC (3801); ATC Technologies, LLC (N/A); Ligado Networks (Canada) Inc. (N/A); Ligado Networks Build LLC (N/A); Ligado Networks Corp. (N/A); Ligado Networks Finance LLC (N/A); Ligado Networks Holdings (Canada) Inc. (N/A); Ligado Networks Inc. of Virginia (9725); Ligado Networks Subsidiary LLC (N/A); One Dot Six LLC (8763); and One Dot Six TVCC LLC (N/A). The Debtors’ headquarters is located at: 10802 Parkridge Boulevard, Reston, Virginia 20191.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to those terms in the Motion.

extended for the Office of the United States Trustee (the “U.S. Trustee”) to January 24, 2025 at 12:00 p.m. (ET) (with permission from the Court).

2. Prior to the Objection Deadline, the U.S. Trustee filed the *Objection of the United States Trustee to Debtors’ Motion to Pay Break-Up Fee* [D.I. 136] (the “Objection”).

3. The Debtors have resolved the U.S. Trustee’s Objection through revisions to the Proposed Order and the filing of the *Supplemental Declaration of Bruce Mendelsohn in Support of Debtors’ Motion for Entry of an Order Authorizing Payment of the AST Transaction Break-Up Fee and Break-Up Reimbursements* [D.I. 142]. A copy of the revised Proposed Order is attached hereto as **Exhibit 1** (the “Revised Order”). For the convenience of the Court and all parties in interest, a redline comparison of the Revised Order marked against the Proposed Order is attached hereto as **Exhibit 2**.

4. A copy of the Revised Order has been circulated to (i) the U.S. Trustee; (ii) Freshfields, as counsel to AST & Science, LLC; (iii) Sidley Austin LLP, as counsel to the Ad Hoc First Lien Group; and (iv) Kirkland & Ellis LLP, as counsel to an Ad Hoc Cross-Holder Group (collectively, the “Reviewing Parties”). The Reviewing Parties have indicated that they have no objection to entry of the Revised Order.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Revised Order, substantially in the form attached hereto as **Exhibit 1**, be entered at the earliest convenience of the Court.

Dated January 25, 2025
Wilmington, Delaware

/s/ Emily R. Mathews

Mark D. Collins, Esq. (Bar No. 2981)
Michael J. Merchant, Esq. (Bar No. 3854)
Amanda R. Steele, Esq. (Bar No. 5530)
Emily R. Mathews, Esq. (Bar. No. 6866)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: collins@rlf.com
merchant@rlf.com
steele@rlf.com
mathews@rlf.com

-and-

Dennis F. Dunne, Esq. (admitted *pro hac vice*)
Matthew L. Brod, Esq. (admitted *pro hac vice*)
Lauren C. Doyle, Esq. (admitted *pro hac vice*)
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219
Email: ddunne@milbank.com
mbrod@milbank.com
ldoyle@milbank.com

Andrew M. Leblanc, Esq. (admitted *pro hac vice*)
MILBANK LLP
1850 K Street, NW,
Suite 1100
Washington DC 20006
Telephone: (202) 835-7500
Facsimile: (202) 263-7586
Email: aleblanc@milbank.com

Co-Counsel for Debtors in Possession